FORM D'

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## PROCESSED SEP 2.7.2013 Thousan

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	OMB APPR	ROVAL
,	OMB Number:	3235-0076
	Expires:	April 30, 2008
		n 16.00
0	5059363	LY

1321866 \_\_\_

505936	LY	
Prefix		Serial
	DATE RECEI	VED

• \	is is an amendment and name has changed, and indicests in Holyoke Partners Fund I, LP	cate change.)
Filing under (Check box(es) that ap Type of Filing: New Filing	oply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☒ Amendment	Section 4(6) ULOE
·	A. BASIC IDENTIFICATION DATA	
1. Enter the information requeste	d about the issuer	
Name of Issuer (☐ check if this Holyoke Partners Fund I, LP	s an amendment and name has changed, and indicat	e change.)
Address of Executive Offices 145 Pinckney Street, #517	(Number and Street, City, State, Zip Code) Boston, Massachusetts 02114	Telephone Number (Including Area Code) (617) 723 6758
Address of Principal Business Ope (if different from Executive Offices)	rations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business Investments in Securities		2000
Type of Business Organization		
☐ corporation	☑ limited partnership, already formed ☐	]other (please specify): SEP % 1, 2005
☐ business trust	☐ limited partnership, to be formed	SEP X 1. 6003 //
Actual or Estimated Date of Incorporation or Org	oration or Organization:    MONTH YEAR	/

#### General Instructions

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



		A BASIC IDEN	TIFICATION DATA						
Enter the information re	equested for the		THE TOTAL DATA						
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the</li> </ul>									
power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;									
<ul> <li>Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and</li> </ul>									
Each general	and managing p	artnership of partnersh	ip issuers.						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner				
Full Name (Last name first, if in Holyoke Partners, LLC	dividual)								
Business or Residence Addres 145 Pinckney Street, #517		and Street, City, State, Zon, Massachusetts 02							
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner		Director	☐ General and/or Managing Partner				
Full Name (Last name first, if in Susan K. Tangney	dividual)	· · · · · · · · · · · · · · · · · · ·							
Business or Residence Addres 145 Pinckney Street, #517		r and Street, City, State, Z on, Massachusetts 02							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner				
Full Name (Last name first, if in Robert G. Scott	dividual)	,							
Business or Residence Addres 148 School Street	s (Numbe	r and Street, City, State, Z Manchester, MA 019							
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner		Director	☐ General and/or Managing Partner				
Full Name (Last name first, if in Desmond G. FitzGerald	dividual)								
Business or Residence Addres 25 Carrington Drive	s (Numbe	r and Street, City, State, Z <b>Greenwich, CT</b>							
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner				
Full Name (Last name first, if in FitzGerald Family Trust									
Business or Residence Addres c/o P. Adler Trustee, 16 Se		r and Street, City, State, Z ye, NY 10580	ip Code)						
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner				
Full Name (Last name first, if in Michael E. Gellert	dividual)								
Business or Residence Addres 75 Round Hill Road, Green		r and Street, City, State, Z <b>1</b>	ip Code)						
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if in	dividual)								
Business or Residence Addres	s (Numbe	r and Street, City, State, Z	ip Code)						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if in	dividual)								
Business or Residence Addres	s (Numbe	r and Street, City, State, Z	ip Code)						
	(Use blank s	heet, or copy and use add	itional copies of this sheet	, as necessary.)					

	B. INFORMATION ABOUT OFFERING							
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	No ⊠					
	Answer also in Appendix, Column 2, if filing under ULOE.	_	_					
2.								
3.	Does the offering permit joint ownership of a single unit?	Yes ⊠	No					
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.							
Ful N/A	ll Name (Last name first, if individual) A							
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)							
Na	me of Associated Broker or Dealer							
(Ch [AL] [IL] [MT] [RI]	, C (inj C (iaj C (ks) C (ky) C (laj C (me) C (mo) C (ma) C (mi) C (mi) C (mi) C (no)	All St	ates [ID]  [MO]  [PA]  [PR]  [PR]					
	siness or Residence Address (Number and Street, City, State, Zip Code)		<u></u>					
Nai	me of Associated Broker or Dealer							
(Ch [AL] [IL] [MT] [RI]	$\square$ [in] $\square$ [ia] $\square$ [ks] $\square$ [ky] $\square$ [la] $\square$ [me] $\square$ [md) $\square$ [ma] $\square$ [mi] $\square$ [mn) $\square$ [in]	All St	ates [ID]					
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)							
Nai	me of Associated Broker or Dealer							
		All St	ates [ID] [] [MO] [] [PA] [] [PR] []					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	alrea check	the aggregate offering price of securities included in this offering and the total amount dy sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, k this box and indicate in the columns below the amounts of the securities offered for ange and already exchanged.		
	T	Type of Security	Aggregate Offering Price	Amount Already Sold
		Debt	\$	\$
		Equity	\$	\$
		☐ Common ☐ Preferred	•	<b>~</b>
	(	Convertible Securities (including warrants)	\$	\$
		Partnership Interests	\$36,554,387	\$ <u>36,554,387</u>
		Other (Specify)	\$	\$
•		Total	\$ <u>36,554,387</u>	\$ <u>36,554,387</u>
		Answer also in Appendix, Column 3, if filing under ULOE.	+ <u>2=1,==,,1==</u>	¥ <u>==1== 1,== 1</u>
2.	this o 504, i	the number of accredited and non-accredited investors who have purchased securities in affering and the aggregate dollar amounts of their purchases. For offerings under Rule indicate the number of persons who have purchased securities and the aggregate dollar and of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	A	Accredited Investors	19	\$ <u>36,554,387</u>
	1	Non-accredited Investors	_ 0	\$ <u>0</u>
		Total (for filing under Rule 504 only)		\$
		Answer also in Appendix, Column 4, if filing under ULOE.		
3.	secur montl	s filing is for an offering under Rule 504 or 505, enter the information requested for all rities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) hs prior to the first sale of securities in this offering. Classify securities by type listed in C - Question 1.		
	Т	Type of offering	Type of Security	Dollar Amount Sold
		Rule 505.	Occurry	\$
	F	Regulation A.		\$
		Rule 504		\$
		Total		\$
4.	secur issue	Furnish a statement of all expenses in connection with the issuance and distribution of the rities in this offering. Exclude amounts relating solely to organization expenses of the er. The information may be given as subject to future contingencies. If the amount of an inditure is not known, furnish an estimate and check the box to the left of the estimate.		
	7	Fransfer Agent's Fees.		\$
	F	Printing and Engraving Costs.		\$
	L	egal Fees	🗵	\$ <u>15,000</u>
	P	Accounting Fees		\$
	E	Engineering Fees.		\$
	5	Sales Commissions (specify finders' fees separately)		   \$
		Other Expenses (identify)		
		Total		
	b. E	Enter the difference between the aggregate offering price given in response to Part C-		+ <u>101000</u>
	(	Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$ <u>36,539,387</u>

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS							
j.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C- Question 4.b. above.							
				Payments to Officers, Directors, & Affiliates	Payments to Others			
	Salaries and fees		□ \$	0	<b>\$</b> 0			
	Purchase of real estate		□ \$	0	<u>      \$                              </u>			
	Purchase, rental or leasing and inst	allation of machinery and equipment	□ \$	0	<b>\$</b> 0_			
	Acquisition of other business (included)	dings and facilities	□ \$	<u> </u>	<b>\$</b> 0_			
		sed in exchange for the assets or securities of another issuer pursuant			<b>\$</b> 0			
	Repayment of indebtedness		□ \$	S0_	□ \$ <u>0</u>			
	Working capital		□ \$	<u> </u>	<u>    \$                                </u>			
	Other (specify): Investments in sec	<u>ırities</u>	□ \$	<u> </u>	<b>⊠</b> \$ <u>36,539,387</u>			
	Column Totals			<u>0</u>	<b>⊠</b> \$ <u>36,539,387</u>			
	Total Payments Listed (column total	Is added)		<b>⊠</b> \$36,539	9,387			
		D. FEDERAL SIGNATURE						
oll	owing signature constitutes an undertakir	signed by the undersigned duly authorized person. g by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursua	Exch	ange Commissio	on, upon written			
SS	uer (Print or Type)	Signalyre Da	e					
10	lyoke Partners Fund I, LP	Suran sanguey	9	(15705				
	me of Signer (Print or Type) san K. Tangney	Title of Signer (Print or Type)  Manager of Holyoke Partners, LLC, General Pa	rtner					
		ATTENTION						
	Intentional misstatements or omissio	ns of fact constitute federal criminal violations.	(See	18 U.S.C. 1001.	.}			

		E. STATE SIGNATURE				
1.	Is any party described in 17 CFR 230.262 presently subject to any disqualification provisions of such rule?					
		See Appendix, Column 5, for state response.				
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law					
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.					
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.					
5.	The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.					
Issuei	r (Print or Type)	Signature Date	-			
Holyoke Partners Fund I, LP		Susan Tangney 9/18/05				
Name	(Print or Type)	Title (Print or Type)				
Susai	n K. Tangney	Manager of Holyoke Partners, LLC, General Partner				

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

A	PF	E	NII	ום	X
$\overline{}$	ГΓ	_	111	<b>–</b> 1.	^

1	Intend to r accre		3 Type of Security and aggregate offering price offered in state (Part C-Item 1)	4  Type of investor and  amount purchased in State  (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL					\$	,	\$		
AK					\$		\$		
AZ					\$		\$		
AR									
CA		$\boxtimes$	limited partnership interests - \$2,000,000	2	\$2,000,000	0	\$ <u>0</u>		$\boxtimes$
0					\$		\$		
СТ		$\boxtimes$	limited partnership interests-\$14,194,367	4	\$ <u>14,194,367</u>	0	\$ <u>0</u>		$\boxtimes$
DE					\$		\$		
DC		X	limited partnership interests - \$962,020	1	\$ <u>962,020</u>	0	\$ <u>0</u>		$\boxtimes$
FL					\$		\$		
GA					\$		\$		
н					\$	·	\$		
Ω					\$		\$		
IL		$\boxtimes$	limited partnership interests \$492,000	1	\$ <u>492,000</u>	0	\$ <u>0</u>		$\boxtimes$
IN					\$		\$		
lΑ					\$		\$		
KS					\$		\$		
KY					\$		\$		
LA					\$		\$		
ME				·	\$		\$		
MD					\$		\$		
МА		$\boxtimes$	limited partnership interests \$3,150,000	7	\$ <u>3,150,000</u>	0	\$ <u>0</u>		$\boxtimes$
MI					\$		\$		
MN					\$		\$		
MS					\$		\$		
МО					\$		\$		

7 of 8

, i s .

			IX.	

1	Intend to n accre investors (Part B	ion- edited s in State	Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State  (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT					\$		\$		
NE					\$		\$		
NV					\$		\$		
ИН					\$		\$		
NJ					\$		\$		
NM					\$		\$		
NY		$\boxtimes$	limited partnership interests-\$15,756,000	4	\$15,756,000	0	\$ <u>0</u>		· 🛛
NC					\$		\$		
ND					\$		\$		
ОН				- <u>-</u>	\$		\$		
OK					\$		\$		
OR		`			\$		\$		
PA					\$		\$		
RI					\$		\$		
sc					\$		\$		
SD					\$		\$		
TN					\$		\$		
TX					\$		\$		
UT				-	\$		\$	<u>.</u>	
VT				-	\$		\$		
VA					\$		\$		
WA					\$		\$		
WV					\$		\$		
WI					\$		\$		
WY					\$		\$		
PR					\$		\$		
Other					\$		\$		

8 of 8